



**BOULT • CUMMINGS
CONNERS • BERRY, PLLC**

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2004 NOV -2 PM 12:43

Henry Walker
(615) 252-2363
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Email hwalker@boultcummings.com

T.R.A. DOCKET ROOM

November 2, 2004

Mr. Aster Adams, Chief
Competitive Markets & Policy Division
Tennessee Regulatory Authority
460 James Robertson Pkwy
Nashville, Tennessee 37243

Re: *Petition of NewSouth Holdings, Inc., NewSouth Communications Corp.,
and NuVox Communications, Inc. For Approval of an Internal Corporate
Reorganization, Transfer of Authority, and For Approval, As Necessary,
of Related Transactions*
Docket No 04-00309

Dear Aster:

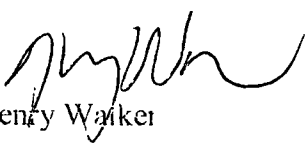
Enclosed please find the original and fourteen (14) copies of the Supplemental Filing of NewSouth Holdings, Inc. This supplemental filing includes documents from the Tennessee Secretary of State and the Delaware Secretary of State. The supplemental filing also includes a list of officers and directors for NewSouth Holdings, Inc.

If you have any questions or need any further information, please do not hesitate to contact me.

Very truly yours,

BOULT, CUMMINGS, CONNERS & BERRY, PLLC

By:


Henry Walker

HW/krq

1002597 v1
101754-001 11/2/2004

LAW OFFICES
414 UNION STREET • SUITE 1600 • P.O. BOX 198062 • NASHVILLE • TN • 37219
TELEPHONE 615 244 2582 FACSIMILE 615 252 6380 www.boultcummings.com

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 10/27/04
REQUEST NUMBER: 5266-1116
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 10/26/04 1146
EFFECTIVE DATE/TIME: 10/26/04 1146
CONTROL NUMBER: 0480162

TO:
CSC
2711 CENTERVILLE RD.
SUITE 400
WILMINGTON, DE 19808

RE:
NEWSOUTH HOLDINGS, INC.
APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF
AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE
ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE
CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN
NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE
REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE
ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS
OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED
AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION
OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

ON DATE: 10/27/04

FROM:
CSC (2711 CENTERVILLE RD)
2711 CENTERVILLE RD.
SUITE 400
WILMINGTON, DE 19808-0000

RECEIVED: FEES \$600.00 \$0.00
TOTAL PAYMENT RECEIVED: \$600.00

RECEIPT NUMBER: 00003602085
ACCOUNT NUMBER: 00250881



Riley C Darnell

RILEY C DARNELL
SECRETARY OF STATE

State of Tennessee



Department of State
Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

APPLICATION FOR
CERTIFICATE OF AUTHORITY
(FOR PROFIT)

FILED

RECEIVED
STATE OF TENNESSEE
For Office Use Only

OCT 26 AM 11:46

RILEY DARNELL
SECRETARY OF STATE

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is NewSouth Holdings, Inc.

*If different, the name under which the certificate of authority is to be obtained is _____

[NOTES: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. *If obtaining a certificate of authority under a different corporate name, an application for registration of an assumed corporate name must be filed pursuant to Section 48-14-101(d) with an additional \$20.00 fee.]

2. The state or country under whose law it is incorporated is Delaware

3. The date of its incorporation is June 16, 1998 (must be month, day, and year), and the period of duration, if other than perpetual, is _____

4. The complete street address (including zip code) of its principal office is

Two N. Main Street, Greenville, SC 29601

Street	City	State/Country	Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee and the name of its registered agent is

2908 Poston Avenue, Nashville, TN

37203

Street	City	State/Country	Zip Code

Registered Agent Corporation Service Company

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)
See attached officers/directors rider

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)
See attached officers/directors rider

8. If the corporation commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) _____

9. The corporation is a corporation for profit.

10. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is _____ (date), _____ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.]

October 25, 2004

Signature Date

Assistant Secretary

Signer's Capacity

NewSouth Holdings, Inc.

Name of Corporation

Signature

Connie B. Walsh

Name (typed or printed)

19588 1117
Attachment A

NEWSOUTH HOLDINGS, INC.

OFFICERS:

Chairman of the Board

David L. Solomon
Two N. Main Street
Greenville, SC 29601

President and Chief Executive Officer

James W. Akerhielm
Two N. Main Street
Greenville, SC 29601

Executive Vice President and Chief Financial

Officer and Treasurer

Steven H. Shoemaker
Two N. Main Street
Greenville, SC 29601

Executive Vice President, General Counsel and
Secretary

Riley M. Murphy
Two N. Main Street
Greenville, SC 29601

Vice President – Senior Regulatory Counsel

Ed Cadieux
Two N. Main Street
Greenville, SC 29601

Vice President – Regulatory & Industry Affairs

John Jennings
Two N. Main Street
Greenville, SC 29601

Vice President – Legal Affairs and Assistant
Secretary

Hamilton E. Russell, III
Two N. Main Street
Greenville, SC 29601

Assistant Secretary

Connie B. Walsh
211 N. Broadway, Suite 3600
St. Louis, MO 63102

DIRECTORS:

David L. Solomon
Two N. Main Street
Greenville, SC 29601

James W. Akerhielm
Two N. Main Street
Greenville, SC 29601

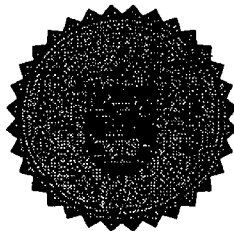
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEWSOUTH HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF OCTOBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NEWSOUTH HOLDINGS, INC." WAS INCORPORATED ON THE SIXTEENTH DAY OF JUNE, A.D. 1998.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2909316 8300

AUTHENTICATION: 3431303

040766664

DATE: 10-25-04